FORM D

1330237

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D



05057689

SEC USE ONLY

DATE RECEIVED

Prefix



PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (check if this is an am Spinner Investment Partners, LLC Mer	nendment and name has changed, and indicate nbership Interests	e change.)
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 ■ Ru	le 506
Type of Filing: New Filing	☐ Amendment	• • • • • • • • • • • • • • • • • • • •
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about		
	dment and name has changed, and indicate ch	nange.)
Spinner Investment Partners, LLC	g.,	3 ,
Address of Executive Offices	(Number and Street, City State, Zip Code)	Telephone Number (Including Area Code)
19 Valley Club Circle, Little Rock, Ar		(501) 219-0007
Address of Principal Business Operations	(Number and Street, City State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)		
Brief Description of Business		
Investment in television advertising sales ar	nd distribution company that utilizes a patente	ed technology for insertion of advertisements
in television, cable and other video screens	and delivery systems.	
·		8 00000 0 E 200
Type of Business Organization		
☐ corporation	☐ limited partnership, already formed	other (please specify): LLCHOMSON
☐ business trust	☐ limited partnership, to be formed	FINANCIAL
	Month Year	
Actual or Estimated Date of Incorporation of	or Organization: 0 4 05	■ Actual ☐ Estimated
Jurisdiction of Incorporation or Organization	on: (Enter two-letter U.S. Postal Service a	bbreviation for State:

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed copy or bear typed or printed signatures.

Filing Fee: There is no federal filing fee.

State:

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This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENTIF	ICATION DATA			
2. Enter the information requ		ollowing: ssuer has been organized	within the nest five year			
		ower to vote or dispose,			nore	of a class of equity
securities of the issue				1		mana of manta anabin
issuers; and		or of corporate issuers a	and of corporate genera	i and managing	part	ners of partnership
		of partnership issuers.	FM		_	
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if	individual)					
Jim Guy Tucker						
Business or Residence Addres	-		Code)	¥		
19 Valley Club Circle, Lit					_	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if	individual)	***************************************				
Business or Residence Address	s (Number and	Street, City, State, Zip	Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if	individual)					
Business or Residence Addres	s (Number and	Street, City, State, Zip	Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if	individual)	·		4 s		• :
Business or Residence Addres	s (Number and	Street, City, State, Zip	Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if	individual)					
Business or Residence Addres	s (Number and	Street, City, State, Zip	Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if	individual)			·		
Business or Residence Address	s (Number and	Street, City, State, Zip	Code)			
	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if	individual)					
Business or Residence Addres	s (Number and	d Street, City, State, Zip	Code)			

					B. INI	FORM	ATION AB	OUT OFFI	ERING				
1.	Has tl	he issuer so	old, or doe	s the issuer	intend to	sell, to r	on-accredit	ed investors	in this off	ering?	Yes		lo 🔳
				А	nswer also	in Apper	dix, Column	2, if filing ur	nder ULOE.				
2.	What	is the min	imum inve	stment that	t will be ac	cepted	from any inc	dividual?	•		\$	50,00	0
3.	Does the offering permit joint ownership of a single unit?									•••••••••••	Yes	• 1	lo 🛘
4.	similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full		e (Last nan	ne first, if	individual)									
Bus	N/A	or Residen	ce Address	Number	and Street	City S	tate, Zip Co	de)					
5 45	111055	J. 110010011	00 1100100	(1,4,11,001		oity, o	uno, nip co	40)					
Nan	ne of A	Associated	Broker or	Dealer									
Stat							olicit Purcha					П ^	Il States
ΔI		AK 🗖	AZ 🔲	AR 🗆	CA 🗆	co E		DE 🗆	DC 🏻	FL 🗖	GA □	L X	ID 🗆
		IN \square	IA 🗆	KS □	KY 🗆	LAC		MD 🗆	MA 🗆	мП	MN 🗆	MS 🗆	мо 🗆
		NE 🗆	NV 🗆	NH 🗆	NJ 🗖	NM E		NC 🗆	ND 🗖	он 🏻	ок 🗆	OR 🗆	РА 🗆
R	םו	sc 🗆	so 🗆	ти 🗖	тх 🗆	טד 🛭	. v⊤ 🗆	VA □	WA 🗀	wv 🗅	wi 🗆	WY 🗖	PR 🗆
Full	Name	e (Last nan	ne first, if	individual)									
Bus	iness	or Residen	ce Address	s (Number	and Street	, City, S	tate, Zip Co	de)					
Nar	ne of	Associated	Broker or	Dealer									
Stat	tes in \	Which Pers	son Listed	Has Solici	ted or Inter	nds to S	olicit Purcha	asers					
	•			•	•		·······						ll States
	. 0	AK 🗆	AZ 🗆	AR □	CA 🗆	co E			DC 🗆	FL 🖸	GA □	ні 🖸	ID 🗖
	. 0	in 🗆	IA 🗆				ME 🗆		MA 🗆	мі 🗆	MN 🗖	MS 🗆	мо 🔲
	r 🗆	NE 🗆	NV 🗆	NH 🗆	N)	NM [NC 🗖	ND 🗆	он 🗆	ок 🗆	OR 🗆	PA 🗆
	l 🗆	SC 🗆	SD 🗆	TN 🗖	тх 🗆	UT [J VT 🗆	VA 🗆	WA 🗆	w D	WI 🗆	WY 🛛	PR 🗆
rui	i Nam	e (Last nan	ne nrst, ir	individual)									
Bus	siness	or Residen	ce Addres	s (Number	and Street	, City, S	tate, Zip Co	ide)					
Nar	ne of	Associated	Broker or	Dealer									
Sta							olicit Purch					D A	II States
A		AK 🗆	AZ 🗆	AR 🗆	CA 🗆	co [DC 🗖	FL 🗆	GA □	ні 🛘	iD 🗖
J.		IN 🗖	IA 🛘	ks □	ку 🛚	LA [ME 🖸	MD 🗆	ма 🛘	M! 🗖	MN 🗆	мѕ 🛘	мо 🗆
M.	тП	NE 🗆	NV 🗆	NH 🗆	NJ 🗖	NM [I NY 🗆	NC 🗆	ND 🗆	он 🗆	ок 🗖	OR 🛘	PA 🗆
R	u D	sc 🗆	SD 🗆	TN 🗆	тх 🛚	UT [y v D	VA 🛘	WA 🛘	w 🗆	wı 🗆	WY 🛘	PR 🗆
				(Use blank	sheet, or co	py and	ise additional	copies of thi	is sheet, as r	necessary.)			

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities for exchange and already exchanged.				*
	Type of Security	C	Aggregate Offering Price	Aı	nount Already Sold
	Debt	\$	\$		
	Equity	\$. \$ \$	
	□ Common □ Preferred	Ψ		- Ψ	
	Convertible Securities (including warrants)	e		\$	
		T.		- \$	
	Partnership Interests			-	650,000
	Other (Specify LLC Membership Interests)		650,000	. \$	650,000
	Total	\$	650,000	- \$	650,000
_	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."				
			Number Investors		Aggregate Pollar Amount of Purchases
	Accredited Investors		6	\$	650,000
	Non-accredited Investors			\$	
	Total		6	- \$	650,000
	Answer also in Appendix, Column 4, if filing under ULOE.			- '	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		Type of	T	Oollar Amount
	Type of offering		Security	_	Sold
	Rule 505			\$	0
	Regulation A			- \$	0
	Rule 504			- \$	0
	Total			- \$	0
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			_	
	Transfer Agent's Fees			\$	
	Printing and Engraving Costs			\$	
	Legal Fees			_	
	Accounting Fees			_	
	Engineering Fees			_	
	Sales Commissions (specify finders' fees separately)				
	Other Expenses (identify)				
	m · i			r.	^

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, NUMBE	R OF INVESTORS, EX	PEN	SES A	AND USE OF	PROCEI	EDS	
	 b. Enter the difference between the aggregate Part C - Question 1 and total expenses furnish 4.a. This difference is the "adjusted gross proce 	ed in response to Part C	– Qı	estion	l			\$650,000
5.	Indicate below the amount of the adjusted g proposed to be used for each of the purposes shis not known, furnish an estimate and check the total of the payments listed must equal the adjustent in response to Part C – Question 4.b above	nown. If the amount for e box to the left of the es usted gross proceeds to the	any p timat	urpose. The	e e t			
					Payments to Officers, Directors & Affiliates			Payments to Others
	Salaries and fees	• • • • • • • • • • • • • • • • • • • •		\$		□	\$	
	Purchase of real estate	***************************************		\$		_ =	\$	
	Purchase, rental or leasing and installment of ma	achinery and equipment.		\$			\$	•
	Construction or leasing of plant buildings and fa			\$			\$	
	Acquisition of other businesses (including to involved in this offering that may be used in expecurities of another issuer pursuant to a merger	change for the assets or	п	\$			\$	
	Repayment of indebtedness			\$ \$			\$	
	• •			-				
	Working capital		, LJ	\$_		0	\$	
	Other (specify): Investment in Spinner Netw	vork Systems, LLC		\$ _		0	\$	650,000
				\$.		_ 0	\$	
	Column Totals			\$			\$	
	Total Payments Listed (column totals added)	••••				\$6	50,00	00
		D. FEDERAL SIGNAT	ľURI	3,				
the wr	e issuer has duly caused this notice to be signed following signature constitutes an undertaking tten request of its staff, the information furnishe 502.	by the issuer to furnish	to the	U.S.	Securities and	i Exchan	ge Co	mmission, upon
Iss	uer (Print or Type)	Signature		1		Date		
	Spinner Investment Partners, LLC	Kinlen	an	/h	_	61_2+05		
Na	me of Signer (Print or Type)	Title of Signer (Print or 7	ype)					
	Jim Guy Tucker	Manager						

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE						
1.		sently subject to any of the disqualification provisio						
	See	Appendix, Column 5, for state response.						
2.	The undersigned hereby undertakes to furnish Form D (17 CFR 239.500) at such times as rec	to any state administrator of any state in which this quired by state law.	notice if filed, a notice on					
3.	The undersigned hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.							
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice if filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.							
	e issuer has read this notification and knows the dersigned duly authorized person.	e contents to be true and has duly caused this notice	to be signed on its behalf by the					
Iss	uer (Print or Type)	Signature	Date					
	Spinner Investment Partners, LLC	Sin by Take	6/_2_/05					
Na	me (Print or Type)	Title of Signer (Print or Type)						
	Jim Guy Tucker	Manager						

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3	3 4							
					Disqualification						
					under State						
	Intend	to nell	Type of security and aggregate					ULO (if yes,			
		ccredited	offering price		Type of investor and						
		in State	offered in State		amount purc	chased in State		explana waiver g	ranted)		
	(Part B	-ltem 1)	(Part C-Item 1)		(Part C	C-Item 2)	T	(Part E-	ltem 1)		
				Number of		Number of Non-					
				Accredited		Accredited					
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No		
AL								0			
AK								0			
AZ				****							
AR			LLC Units	5	\$600,000	· · · · · · · · · · · · · · · · · · ·					
CA	0		LLC Units	1	\$50,000				•		
СО				-							
CT								0			
DE											
DC											
FL											
GA											
HI											
ID											
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NV											
NH											
NJ		D									
NM											
NY											

				APPI	ENDIX						
1	:	2	3	3 4							
	Intend to sell to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in State (Part C-Item 1)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)						
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No		
NC											
ND		0									
ОН											
OK									Q,		
OR		۳_									
PA		∜□									
RI											
SC											
SD											
TN							İ				
TX											
UT											
VT								0			
VA											
WA											
WV	0			***************************************							
WI								0	0		
WY											
PR					1						